

1-27-03



To the Honorable Commissioner of Pat

ached original documents or copy hereof.

102373767

1. Name of conveying party(ies):

THE BENNETT DORRANCE TRUST

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Arizona Trust

Additional name(s) of conveying party(ies) attached Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other Release of Security Interest

Execution Date: January 15, 2003

2. Name and address of receiving party(ies):

Name: BELAE BRANDS, INC.
Address: 15458A 28th Avenue
Phoenix, Arizona 85053

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)

Additional name(s) & addresses attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s).
1835928 and 2602678

Additional Numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Patrick Boisson

Internal Address: Fross Zelnick Lehrman & Zissu, P.C.

Street Address: 866 United Nations Plaza

City: New York State: NY Zip: 10017

6. Total number of applications and registration involved:.....2

7. Total fee (37 CFR 3.41) \$ 65.00

- Enclosed
 - Authorized to be charged to deposit account
- (Only if total fee is not sufficient)

8. Deposit account number:

23-0825-0576900

(Attach duplicate copy of this page if paying by deposit account)

02/25/2003 EDOOPER 00000242 1835928

01 FC18521
02 FC18522

40.00 00/
25.00 00/

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Patrick Boisson
Name of Person Signing

Boisson
Signature

1/23/2003
Date

Total number of pages comprising cover sheet: _____

RELEASE OF SECURITY INTEREST (TRADEMARKS)

WHEREAS, a security interest granted to The Bennett Dorrance Trust (“Secured Party”) by Belae Brands, Inc. (“Debtor”) was recorded in the United States Patent and Trademark Office on June 21, 2002 at Reel 2531, Frame 0623 against the federal trademark applications and/or registrations listed on the annexed schedule (referred to hereafter the “Trademarks”) and;

WHEREAS, Secured Party wishes to release the security interest.

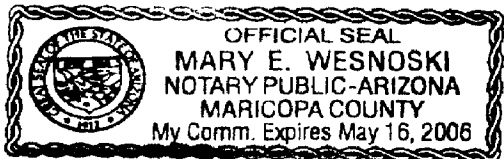
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Secured Party does hereby release the security interest and acknowledge that the right of Debtor in the Trademarks shall be the same as if the security interest had never existed.

THE BENNETT DORRANCE TRUST

By: *Bennett Dorrance*
Name:
Title:

Sworn to me before me this 5th day
of January, 2003

Mary E. Wesnoski
Notary Public



SCHEDULE OF TRADEMARK APPLICATIONS AND/OR REGISTRATIONS
FOR RELEASE OF SECURITY INTEREST

MARK	REGISTRATION NO.
KID CARE and Design	1,835,928
SPORT FOR KIDS	2,602,678

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